

EXPLANATORY NOTES OF SUBSTANTIVE CHANGES TO THE SOCIETY OF OPERATIONS ENGINEERS' (THE "SOCIETY") ARTICLES OF ASSOCIATION – 2024

1. Background

The Society's Articles of Association ("**Articles**") have been updated to reflect changes to the composition of the Trustee Board, ensuring it aligns with [the latest governance standards and suggestions made by the Engineering Council]. Additionally, the revisions aim to bring the Articles into compliance with best practice, reflecting the Society's commitment to maintaining high standards of transparency, accountability, and effective governance.

Notes

Rules

Please note that the Society is actively working on developing Rules (previously referred to as 'Byelaws') to enhance our operations. Once these Rules are finalised by the Trustee Board, you will be promptly notified and provided with a copy, as outlined in article 35.4. Consistent with the rights provided for in the 2007 articles, the Trustee Board has the authority to create Rules that are essential for the effective conduct and management of the Society (article 35.1). These Rules are distinct from the Articles, which require member approval, and the Articles can be approved in the absence of the Rules on the basis that the Articles provide that no Rule will contradict, affect, or repeal any provision within the Articles (article 35.5). Additionally, as a further 'safeguard' the Articles provide that the Society retains the right to amend, add, or repeal the Rules during a general meeting (article 35.3). For clarity, we confirm that the draft Byelaws created in c.2019 are **not** in force, and have never been in force, nor has approval of these been sought from the Trustee Board of the Society.

Objects

The Objects of the Society, previously listed in sections 5(A)-(Z) and 5(AA) to 5(DD) of the 2007 Memorandum, have been consolidated into article 4 'Objects' in the 2022 Articles. This change was prompted by updates in company law, which altered the content requirements of a company's Memorandum (which is distinct from a company's Articles) to no longer include Objects. The Objects now detailed in article 4 of the 2022 Articles are drafted broadly to encompass the activities outlined in the 2007 Memorandum. There have been no changes to the Objects in this 2024 update.

2. Article 1: Definition of ‘Officers’

The reference to article 19.1 in the definition of ‘Officers’ has been eliminated because article 19.1 now outlines the composition of the entire Trustee Board, making the cross reference irrelevant.

3. Article 9: Members

A new membership category, ‘Student/Apprentice Member,’ has been introduced, and the existing ‘Industry Partner’ category has been renamed to ‘Corporate Partner.’

A new article 9.7 has been added: “*Members in good standing are entitled to various benefits offered by the Society, including receipt of Society publications (in soft copy or hard copy, if applicable), access to the Society’s facilities as provided from time to time, and attendance at Society events. These benefits are subject to the terms and conditions outlined in the Society’s Rules.*”

Additionally, the reference to data protection legislation in article 9.8 has been widened to capture the UK GDPR, the UK Data Protection Act 2018, and any other relevant data protection laws that may apply based on a member’s location.

4. Article 12: General meetings

A new provision has been added to article 12 formalising the Society’s existing ability to hold general meetings virtually or as hybrid meetings.

5. Article 13: Notice of general meetings

The following amendments have been made to this article:

- article 13.4 has been updated to cross reference with the Notice provisions at article 33.4, ensuring greater clarity and consistency.
- a new article 13.5 has been introduced which ensures that the notice for general meetings will clearly specify the means of attending the meeting and the electronic facility arrangements, making it easier for members to participate; and
- a new article 13.7 has been added granting the Society the flexibility to postpone a general meeting if the Trustee Board determines that it is impracticable or unreasonable to hold the meeting on the specified date,

time, or location, thereby prioritising the convenience and practicality for all members.

6. Article 14: Proceedings at general meetings

New articles 14.4 – 14.6 provide clear and inclusive guidelines for virtual participation in general meetings. These updates ensure that virtual attendees are counted in the quorum and that the electronic facilities are reliable throughout the meeting, allowing all participants to hear and be heard. Members voting by proxy virtually are responsible for ensuring their proxy has access to the electronic facilities. Additionally, if any issues arise with the electronic facilities that disadvantage virtual attendees, the chair has the authority to adjourn the meeting, ensuring fairness and accessibility for all.

7. Article 18.1 – Right of Honorary Fellows to vote

Reference to Honorary Fellows' right to vote has been included.

8. Article 19: Directors

Article 19.1 has been updated to reflect the new composition of the Trustee Board, with further details on the role descriptions of each position to be outlined in the Rules which are forthcoming. In particular, there are up to three additional co-opted director roles to allow for specific expertise to be brought in where appropriate, giving context and knowledge to decision making, and assisting with specific projects.

Additionally, the minimum number of directors required for the Society has been streamlined from 16 to 14 (article 19.4).

These changes enhance efficiency and flexibility.

9. Article 21: Appointment and retirement of directors

A new article 21.3 has been introduced, allowing any director co-opted to the Trustee Board to be appointed for an initial term of 12 months. With the consent of the Trustee Board, this term can be extended by up to two additional 12-month terms, providing flexibility, accessibility and continuity. Additionally, article 21.6 has been updated to reflect the modernised terminology used to refer to directors, ensuring clarity and consistency.

10. Article 23: Proceedings of directors

Article 23.8 has been updated to enhance efficiency by reducing the number of directors required to make a quorum from six to five, making it easier to conduct Trustee Board meetings and make decisions.

11. Article 28: Patron

The three-year cap on the Patron's term has been removed, allowing for greater flexibility and continuity in leadership.

12. Article 33: Means of communication to be used

Article 33.4.5 has been updated to clearly affirm the Society's right to provide notice to members via the Society's website. The amendments ensure that members are informed through a written or electronic notification about the presence of the notice on the website, enhancing accessibility and communication.

13. Appendix 1

A number of updates have been made to the post-nominals that certain categories of members can use.